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Turbo Trans Am (1/16)



Trans Am Street Machine (1/16)



Trans Am Pontiac (1/16)



Snap Tite Trans AM (1/32)

ACTUAL SIZE
24 1/2" overall length
Superscale
Turbo Trans Am (1/16)

Right. Down to the last detail.



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the Original
X-MEN™

**"SUB-MARINER
JOINS THE
EVIL MUTANTS!"**



**ALSO FEATURING:
STERANKO'S
NICK FURY, AGENT OF
S.H.I.E.L.D.**





PROFESSOR X



CYCLOPS



BEAST



MARVEL GIRL



ICEMAN



ANGEL

THE WAR BETWEEN GOOD AND EVIL MUTANTS-- BETWEEN THE X-MEN AND MAGNETO'S BROTHERHOOD-- HAS REACHED A STALEMATE. NEITHER SIDE ACHIEVING A REAL VICTORY!

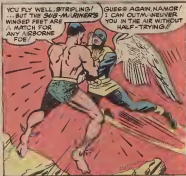
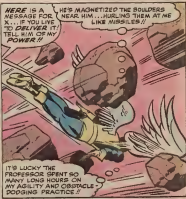
BUT THERE IS ONE WHO MIGHT TIE THE BALANCE-- THE FIGHTING SIDE-MANAGER-- BOTH SIDES RACE TO FIND MAGNETO TO RECRUIT HIM! MAGNETO HAS FOUND HIM FIRST BUT NOW THE X-MEN HAVE THEIR MOVE!



**TO JOIN THE
EVIL MUTANTS!**

WRITTEN FOR THE AGES BY **★ STAN LEE ★**
DRAWN FOR POSTERITY BY **★ JACK KIRBY ★**
INKED FOR HISTORY BY **★ GUY STONE ★**
LETTERED FOR ETERNITY BY **★ SAM ROSAN ★**
REPORTED FOR THIS MONTH BY **★ DANNY FINGERST ★**

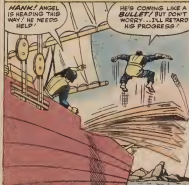
ORIGINALLY PRESENTED IN X-MEN #1 (JULY, 1964)



A SHORT DISTANCE AWAY, AN ALARM IS SOUNDED...

HANK! ANGEL IS HEADING THIS WAY! HE NEEDS HELP!

HE'S COMING LIKE A BULLET! BUT DON'T WORRY...I'LL RETARD HIS PROGRESS!



GOOD WORK, NATURE BOY! HERE'S A LITTLE ASSIST FROM ICEMAN TO KEEP YOU FROM LANDING TOO HARD!!



FREEZING ON IMPACT, THE SPRAY OF ICE WHICH BOBBY DRAKE HURLED UPWARDS TOWARDS HIS TWO PARTNERS BECOMES A MAKESHIFT SLIDE, ENABLING THEM TO REACH THE SHIP SAFELY!



SORRY I DON'T HAVE TIME TO SEND YOU A SLED, FELLAS...BUT I GUESS YOU'LL FORGIVE ME!

THAT WAS QUICK - THINKING, HANK! THE PROFESSOR WAS PLEASED!

SPEAKING OF THE PROFESSOR...HE WANTS ANGEL TO REPORT TO HIM AT ONCE!



AND SO...

YOU WERE RIGHT, GIL! SUB-MARINER IS ON THE ISLE WITH MAGNETO!

THAT'S WHAT I FEARED! WE MAY ALREADY BE TOO LATE!

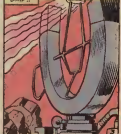
WHAT'S OUR NEXT MOVE, PROFESSOR?



WE CAN'T WASTE A MINUTE! WE'VE GOT TO HIT THEM FAST. HIT THEM HARD! PREPARE FOR ACTION, MY X-MEN!



BUT, KNOWING THE POWER OF THE X-MEN, MAGNETO, TOO, PREPARED TO ATTACK, AS THE LARGEST MAGNET ON EARTH IS ZEROED IN ON THE X-MEN'S SHIP!!





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SUBJECTED TO A FORCE AGAINST WHICH THERE IS NO DEFENSE, THE STURDY SHIP IS TORN APART IN SECONDS!

ABANDON
SHIP!

THE
PROFESSOR!!
WHERE IS THE
PROFESSOR??

HANG ON, SR!
I'LL GET YOU...
SOMEHOW!!

DON'T WORRY
ABOUT ME,
BANK! MAKE
SURE THE
OTHERS
ARE SAFE!

DON'T WORRY, SR!
WITH THE TRAINING
YOU GAVE US
WE'LL ALL
BE SAFE!

I'LL JUST
TREAD WATER
THIS WAY TO
HOLD YOU
UP TILL
HELP COMES!

HAVE NO FEAR, BEASTIE DEAR...
HELP IS HERE! I'LL MAKE AN ICE
PLATFORM TO GET US TO
MAGNETO'S ISLE!

MAGNETO
WILL HAVE ONLY
HIMSELF TO
BLAME FOR WHAT
HAPPENS NOW!

MINUTES LATER, UNARMED, BUT
UNAFRAID, THE VALIANT BAND OF X-
MEN APPROACHES THE MOST
DANGEROUS ISLE ON THE FACE OF
THE EARTH!

HEADS UP!
WE'RE ALMOST
THERE!

SUPPENLY...

BEATS ME, SCOTTY!
IT'LL TAKE US FOR-
EVER TO HACK OUR
WAY THROUGH
THEM!

HOLD IT! WHERE DID
THIS WALL OF SPINE
ROOTS COME FROM??
IT WASN'T HERE BEFORE?

BUT THEN, THE CLEAR, COMMANDING VOICE OF
PROFESSOR X RINGS OUT

IT WILL TAKE LESS TIME
THAN YOU SUSPECT!
WITHOUT STOPPING, WALK
STRAIGHT INTO THE SPINE
ROOTS! YOU FIRST,
CYCLOPS!

YES, SIR...
IF YOU SAY
SO!

WAIT FOR ME, PARTNER! I... HEY... THERE'S NOTHING HERE!

WE SHOULD HAVE GUESSED, WARREN! THE PROFESSOR CAUGHT ON IMMEDIATELY! IT WAS JUST AN ILLUSION... ANOTHER PEWEE OF MASTERMIND'S TO SLOW US UP!



BUT WE MADE IT! (AND THERE'S MAGNETO'S GIANT MAGNET!! THAT MUST BE WHAT WRECKED OUR SHIP!

I'LL SMASH IT WITH MY POWER BEAM!



BUT, BEFORE CYCLOPS CAN CLIMB TO THE MAIN CONTROL PLATFORM...

ONLY YOUR BLINDING SPEED CAN STOP HIM NOW! DO NOT FAIL, QUICKSILVER!



AND, IN THE SPACE OF ONE SINGLE HEARTBEAT...

I SEE HIM TO HEAR SOMETHING BEHIND ME! LIKE THE OMINOUS HUM OF AN ONRUSHING HURRICANE!



AND THEN...

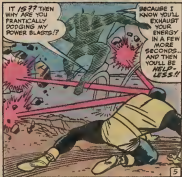
IT'S IMPOSSIBLE! NO ONE CAN ATTACK WITH SUCH BLINDING SPEED!

QUICKSILVER CAN YOU WERE FOOLS TO ATTACK US! OUR STRENGTH IS FAR GREATER THAN YOURS!!



IT IS?? THEN WHY ARE YOU FRANTICALLY DODGING MY POWER BLASTS!?

BECAUSE I KNOW YOU'LL EXHAUST YOUR ENERGY IN A FEW MORE SECONDS... AND THEN YOU'LL BE HELPLESS!!



CORRECTION.
QUICKSILVER!
NO X-MEN IS
EVER HELPLESS...
NOT WHILE
ANOTHER
X-MAN LIVES!

GOOD WORK, MARVEL GIRL! JUST
HOLD HIM THERE FOR A FEW MORE
SECONDS, AND THEN THE OTHERS
WILL TAKE OVER!



BY THE TIME MARVEL GIRL BEGINS TO RELEASE HER
TELEKINETIC HOLD ON QUICKSILVER, THE ONCE-
LIGHTNING-SWIFT MUTANT IS STUNNED AND PIZZY...

GRAB HIM,
ANGEL! HE'LL
BE TOO GROGGY
TO RESIST FOR
A WHILE!

CAPTURING QUICKSILVER WAS
NO MEAN FEAT, HONEY!

LET HIM
DROP... I'LL
CATCH HIM!



MAGNETO!! YOU
MUST DO SOMETHING!
THEY'VE CAUGHT MY
BROTHER! THEY
HAVE PIETRO!

IT WILL DO THEM NO
GOOD!! THEY WON'T
HAVE A CHANCE WHEN
I TURN THE FULL FORCE
OF MY MAGNET
AGAINST THEM!



NO! YOU
CAN'T! MY
BROTHER
IS WITH
THEM!

STOP YOUR SNIVELLING!
I MAKE THE DECISIONS
HERE! ASIDE BY THEM,
OR SUFFER THE SAME
FATE YOURSELF!



BUT BEFORE MAGNETO CAN MAKE ANOTHER MOVE,
A SILENT, POWERFUL FIGURE WITH MUSCLES LIKE
STEEL BANDS BRUSHES PAST HIM, BEING THE
ELABORATE CONTROL BANK IN ONE EFFORTLESS
MOTION...

HAMOR! STAND
BACK! EVEN YOU
ARE NOT STRONG
ENOUGH TO DEFEAT
MAGNETO!

I AM THE SUB-MARINER!
I ALLY MYSELF WITH NO ONE
WHO SPEAKS TO A FEMALE
AS YOU DO!!



SO BE IT!! I SEE WE
CAN NEVER FIGHT
SIDE BY SIDE! BUT
THOSE WHO DO NOT
SERVE ME ARE MY
ENEMIES!! AND
THIS IS HOW I
TREAT THEM!

HE'S MAGNETICALLY
HURLING THE METAL
MACHINE PARTS
AT ME!!



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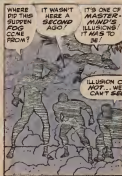
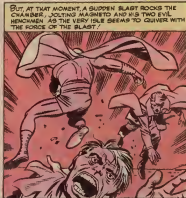
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QUICK! THROUGH THIS IRON DOOR BEFORE YOU'RE FROZEN INTO IMMOBILITY!

THOSE BLASTED TEEN-AGERS WON'T EVER STAY BEATEN!



SCARLET WITCH!! HURRY! I'VE GOT TO SEAL THIS DOOR!

NO! I WON'T LEAVE WITHOUT MY BROTHER! I CAN'T DESERT PIETRO!



HAVE IT YOUR OWN WAY, THEN! MY SAFETY IS ALL THAT MATTERS! ONLY THROUGH MY LEADERSHIP CAN MAGNO SUPERIOR TAKE OVER THE EARTH!

WE DON'T NEED HER, MASTER! HER LOYALTY TO YOU ISN'T AS GREAT AS MINE!

LOYALTY! BAN! I RULE BY FEAR ALONE!



MEANWHILE, HEARING THE IRON DOOR SHUT, ICEMAN DEPARTS THE CHAMBER. AND, AS THE ILLUSIONARY FOG FADES AWAY...

CAREFUL! WE'RE LOCKED IN HERE WITH SUB-MARINER AND THE SCARLET WITCH!

WHAT DO WE DO NOW?

KEEP CALM! WE'VE GOT TO PLAY THIS BY EAR!

WHAT HAVE YOU DONE WITH QUICKSILVER? I DEMAND THAT YOU RELEASE HIM!

YOU'RE IN NO POSITION TO IMPOSE DEMANDS ON US!

WITH MAGNETO GONE, THESE PIECES OF METAL ARE NO LONGER MAGNETIZED TO MY BODY AND NOW...



THE SUB-MARINER COMMANDS YOU TO OBEY THE FEMALE! GET QUICKSILVER FREE!

LOOK, YOU PISCATORIAL PIRATE... YOU MAY BE MR SUB WHEN YOU'RE IN THE BRINY DEEP, BUT YOUR IMPERIAL IDIOSYNCRASIES DON'T IMPRESS THE X-MEN!



FOOL! IT WILL TAKE MORE THAN A FANCY VOCABULARY TO STOP PRINCE NAMOR!

AND I'VE GOT MORE! I ALSO POSSESS SPEED AND AGILITY WHICH FAR EXCEED YOUR OWN!

BUT WHAT GOOD ARE THEY AGAINST THE STRENGTH OF THE SEA LORD?



EVEN YOUR BESTIAL ATTACK CANNOT AFFECT ONE WHOSE BODY IS ABLE TO WITHSTAND THE IN-DESCRIBABLE PRESSURES AT THE VERY BOTTOM OF THE SEA.

NOW ARE YOU CONVINCED THAT NAMOR, THE FIRST, PRINCE OF ATLANTIS, EMPEROR OF THE DEEP, LORD OF THE SEVEN SEAS, IS COMPLETELY INVINCIBLE?

NO! AS FAR AS I'M CONCERNED, NAMOR, YOU'VE ONLY MANAGED TO PROVE THAT YOU LOVE THE SOUND OF YOUR OWN VOICE!!



BAM!
BAM!

THE BEAST IS DOING HIS BEST, BUT NAMOR IS TOO MUCH FOR HIM! LET'S GO, CYCLOPS!!



NOT YET, ANGEL! HE CAN'T BE BEATEN BY A SIMPLE FRONTAL ATTACK! WE NEED A PLAN!

OKAY... YOU STAY AND MAKE PLANS! I'M GONNA HELP OUR BAREFOOT BUDDY! I'M... OHNN!

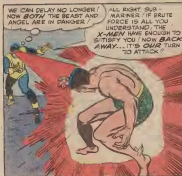


HIAH!

I WAS EXPECTING YOU TO TRY THAT! THIS'LL CLIP YOUR WINGS, ANGEL!

WHUMP!

WE CAN DELAY NO LONGER! NOW BOTH THE BEAST AND ANGEL ARE IN DANGER!



ALL RIGHT, SUB-MARINER! IF BRUTE FORCE IS ALL YOU UNDERSTAND, THE X-MEN HAVE ENOUGH TO SATISFY YOU! NOW BACK AWAY... IT'S OUR TURN TO ATTACK!

SURRENDER, NAMOR!! YOU CAN'T ESCAPE MY POWER BEAM!

DO YOUR WORST, CYCLOPS! UNLIKE MY STRENGTH, YOUR POWER BLAST WILL SOON SUBSIDE AND I'LL FINISH THIS CHARADE!



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DON'T UNDERESTIMATE ME, NAMOR!
DON'T MAKE ME USE MY **FULL INTENSITY!** THIS IS YOUR LAST CHANCE

NAMOR TRIED TO **HELP** ME! I MUST RETURN THE FAVOR!
I'LL USE MY **HEX POWER** ON THE FEARLESS X-MAN!



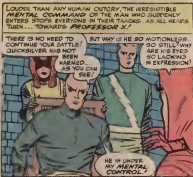
NO SOONER DOES THE **SCARLET WITCH** UNLEASH HER UNCANNY **HEX**, THEN THE VERY STONES SUDDENLY LOOSEN UNDER CYCLOPS' FEET, AND...

WHA...?? I LOST MY BALANCE!!



YOU **HAD** YOUR CHANCE, CYCLOPS! BUT NOW BEFORE YOU CAN RECOVER YOURSELF, YOU'LL FEEL THE MIGHTY WRATH OF **NAMOR!**

WALT!



LOUDER THAN ANY HUMAN OUTCRY, THE IRRESISTIBLE **MENTAL COMMAND** OF THE MAN WHO SUDDENLY ENTERS STOPS EVERYONE IN THEIR TRACKS... AS ALL HEADS TURN... TOWARDS **PROFESSOR X!**

THERE IS NO NEED TO CONTINUE YOUR BATTLE! QUICKSILVER HAS NOT BEEN HARMED... AS YOU CAN SEE!

BUT WHY IS HE SO MOTIONLESS... SO STILL? WHY ARE HIS EYES SO LACKING IN EXPRESSION?

HE IS UNDER MY **MENTAL CONTROL!**



NO, YOU MUST NOT DO THIS DREADFUL THING! **RELEASE MY BRAIN!** LET HIM BE AS HE WAS!

I SHALL! YOU HAVE NOTHING TO FEAR... MY FIGHT IS NOT WITH YOU... NOR WITH **NAMOR!** **MAGNETO** IS THE REAL ENEMY! ALL OF YOU ARE BUT **Pawns!**



Pawns??! WHO DARES CALL THE **SUB-MARINER** A PAWN? **PROTECT YOURSELVES, X-MEN!** WE'LL SEE WHICH OF US ARE THE **Pawns!**

NO, NAMOR! PLEASE... NOT UNTIL QUICKSILVER IS HIMSELF AGAIN! NOT UNTIL **PROFESSOR X** RELEASES HIS **MENTAL CONTROL!**

MARVEL GIRL! PUSH THE **PROFESSOR** TO SAFETY! WE'LL STOP **NAMOR!**

STAND FAST, MY X-MEN! THE **SUB-MARINER** IS NO MURDERER! HE WILL NOT STRIKE IF WE DON'T PROVOKE HIM!

TOUCH **PROFESSOR X** AND THE OCEAN WON'T BE BIG ENOUGH TO HIDE YOU, **NAMOR!**

AND NOW, I SHALL RELEASE QUICKSILVER! I MUST KEEP MY MIND UNFETTERED, IN READINESS FOR THE BIGGER BATTLE WITH **MAGNETO!**

MAGNETO!! WHAT HAS HAPPENED TO HIM?? WHERE HAS HE GONE? WHAT WILL HE DO ABOUT PIETRO AND ME??

I FEEL AS THOUGH I'VE BEEN ASLEEP! MY HEAD FEELS NUMB... DAZED!

'BAN!' I WAS A FOOL TO HAVE COME HERE! THE **SUB-MARINER** NEEDS NO ALLIANCES! ALL SURFACEMEN ARE MY ENEMIES... WHETHER MUTANT OR NOT! I SHALL RETURN TO THE DEEP... WHERE I BELONG!

WHEN NEXT I RETURN, IT SHALL BE TO TAKE MY RIGHTFUL PLACE AS **CONQUEROR** OF THE AIR-BREATHERS, RECLAIMER OF THE SURFACE WORLD FOR THE ANCIENT EMPIRE OF ATLANTIS!!

PROFESSOR!! HE'S ESCAPING!

LET HIM GO! SO LONG AS HE DOES NOT JOIN **MAGNETO'S** MUTANTS, WE HAVE WON! HE CAN NEVER TRULY BE ONE OF US... HIS ALLEGIANCE IS TO ATLANTIS... OURS IS TO THE HUMAN RACE!

NOT SINCE I LOST MY HEART TO **SUE PROM** HAVE I SEEN SUCH A BEAUTY AS THE **SCARLET WITCH!** BUT I DARE NOT

LOVE ANOTHER SURFACE FEMALE... I DARE NOT BECOME VULNERABLE AGAIN!

MEANTIME, **MAGNETO**, **MASTERMIND**, AND THE TOAD REACH THE GIANT MAGNETIC DYNAMO WHICH ONLY THE LEADER OF THE EVIL MUTANTS HAS THE POWER TO OPERATE!

SO! NAMOR DARED TO CHALLENGE ME! DID HE? WELL, ANY MUTANT WHO ISN'T MY ALLY BECOMES MY MORTAL **ENEMY!**

I MUST MAKE CERTAIN HE CAN NEVER JOIN THE ACCURSED **X-MEN!** HE MUST BE **SMASHED** ONCE AND FOR ALL!

BE CAREFUL, **MASTERMIND!** THE **X-MEN** ARE STILL AT LARGE! AND WE'VE LOST **QUICKSILVER** AND THE **SCARLET WITCH!**

HOW **LITTLE** YOU KNOW! ONCE **NAMOR** IS DESTROYED, THE **X-MEN** WILL BE NEXT! THEN, **QUICKSILVER** AND HIS SISTER WILL REJOIN US! THERE IS **NO WAY** TO LEAVE **MAGNETO'S** MUTANTS... EXCEPT BY DEATH!!

NOW BE **SILENT!** I WANT TO ENJOY **NAMOR'S** DEFEAT!!

SECONDS LATER, AS THE SEA PRINCE APPEARS ON THE GIANT **MAGNET'S** VIEWFINDER, **MAGNETO** ACTIVATES THE MIGHTY MACHINE, AND THEN...

I'M BEING ROCKED BY AN INVISIBLE FORCE... MORE POWERFUL THAN ANYTHING I'VE EVER FELT! COMING FROM THAT PEAK... IT'S **MAGNETO**... OPERATING HIS MONSTROUS MAGNET!! I MUST FIGHT IT... I CAN NOT BE BEATEN NOW!!

TALE SPINNERS FROM OUT OF THE SKY



HE AM WHAT HE AM AND HE ALWAYS WILL BE HIS FRIENDS ARE SOMETHING ELSE!

8AM THE ADVENTURES OF MIGHTY HECKLE AND THE MOUSE JACKIE

HERE HE COMES TO START THE DAY, ALONG WITH THOSE MADIES WHO'LL PUT YOU AWAY.

8:30AM THE TOM & JERRY COMEDY SHOW

TO CATCH OR NOT TO CATCH—THAT IS THE QUEST WITH WACKY TACKLES THE METHOD TO THEIR CAT AND MOUSE MADNESS

9AM THE BUNNY SHOW

THE "BUNNY" AND THE "BIRD" ARE BACK ALONG WITH THEIR HEADED-UP CAST OF LOONS AND THAT JUST ABOUT ALL, FOLKS.

11:30AM Drak Pack

NEW! DRAG FRANK, AND HOWLER ARE TEENAGE DESTROYERS OF MONSTERS.

NOW THEY FIGHT FOR WHAT'S RIGHT IN THE BIGGEST AND ADVENTUROUS WITH THE MENACIOUS DR. DRID.

12 NOON THE NEW FAT ALBERT SHOW

FAT ALBERT AND THE DUDES ARE STILL DOING IT RIGHT, FALLING ALL OVER EACH OTHER BUT COMING UP TIGHT.

the Tarzan Lone Ranger adventure hour

12:30PM THE LORD OF THE JUNGLE SWINGS INTO ACTION AGAINST THE MIGHTY, DANGEROUS, AND THE UNKNOWN.

RETURN WITH US NOW TO THOSE THRILLING DAYS OF YESTER—FEAR WITH ALL NEW ADVENTURES OF THE MASKED MAN & HIS INDIAN COMPANION, TONTO.

1:30PM 30 MINUTES IN THE NEWS

CONTRVERSIAL, HARD-HITTING REPORTS ON CURRENT ISSUES DIRECTLY AFFECTING YOU.

LIVE ACTION

CBS SATURDAY

STARTING SEPTEMBER 6/8N

WE NOW RETURN CONTROL OF THIS COMIC BOOK TO YOU.

IT'S FORCING ME TO THE GROUND...
CRUSHING ME DOWN...DOWN...I'VE
ONLY ONE CHANCE...ONE WAY TO
STRIKE BACK!



FLEXING HIS MORE THAN HUMAN
MUSCLES UNTIL THEY STAND OUT
LIKE TAUT STEEL BANDS, THE
SUB-MARINER SMASHES HIS TWO
MIGHTY FISTS DOWN INTO THE
GROUND WITH A FORCE BEYOND
THE POWER OF HUMAN UNDER-
STANDING!



SO SHATTERING IS THE IMPACT
THAT IT CAUSES THE ENTIRE ISLE
TO QUIVER...AS THE GIANTIC
MAGNET PITCHES FORWARD,
SHAKEN LOOSE FROM ITS
ROCKY FOUNDATION!



WITHOUT A WORD WITHOUT
A BACKWARD GLANCE
THE AWESOME NANCY
RISES AND SLOWLY,
IMPERIOUSLY, APPROACHES
THE SEA...



THEN, WITH ONE BREATH-
TAKING DIVE, THE RULER OF
THE DEEP RETURNS TO HIS
DOMAIN! THE OCEAN
DEPTHS HAVE CLAIMED
THEIR OWN!



AS FOR MAGNETO... NEVER BEFORE HAS SUCH
ANGER, SUCH LIVID RAGE BEEN SEEN ON THE FACE
OF THE EVIL MUTANT!

WE'VE LOST!
NANCY BEAT
US "HE...
UGH!

SILENCE!! NO ONE
BEATS MAGNETO!! HE MERELY
ESCAPED MY VENGEANCE FOR
THE PRESENT! TOAD! INTO
THE MAGNO-SHIP! HOP,
YOU BRAINLESS GARGOYLE!



WITHIN SECONDS, MAGNETO'S SHIP,
WITH THE TREMBLING TOAD AT THE
CONTROLS, RAISES THE TWO
MUTANTS MAGNETICALLY...



BUT WHAT
ABOUT
QUICK-
SILVER...
AND THE
SCARLET
WITCH?

THEY'RE
COMING
NOW...IN
RESPONSE
TO MY
MENTAL
COMMAND!

LOOK! OUR
PRISONERS
ARE ESCAPING!

I ALLOWED
IT! UNTIL
THEY JOIN
US OF THEIR
OWN FREE WILL,
THEY WOULD BE
USELESS TO US
SOMEDAY WE
MUST LEARN
WHAT MYSTEROUS
MOLD MAGNETO
HAS OVER
THEM!

I'M GLAD
TO SEE THEM
GO! THAT
WITCH IS
MUCH TOO
ATTRACTIVE!

KNOW
SOMETHING
JEANES? SO
ARE YOU!

HELP ME HOIST
THE SAILS OF
MAGNETO'S
BOAT MY FRIEND

SURE!
EVERYONE
TAKE AND I
END UP DOIN'
THE WORK!



NEXT ISSUE: THE X-MEN EXPAND TO A DOUBLE SIZE FEATURE-LENGTH
STORY IN THE MEANTIME, DON'T MISS THE CLASSIC SHIELD TALE
BEGINNING ON THE NEXT PAGE FOLLOWING!

Stan Lee
PRESENTS: **NICK FURY, AGENT OF S.H.I.E.L.D.!**
SUPREME HEADQUARTERS INTERNATIONAL ESPIONAGE LAW-ENFORCEMENT DIVISION

TODAY EARTH DIED!



As RECORDED THAT LAST
DAY BY THESE MEN:

LEE
STERANKO
SINNOTT
ROSEN

DAN FINGEROTH,
REPRINT EDITOR

AND, AT THAT MOMENT, THOUSANDS OF EYES PEER SKYWARD AT THE FANTASTIC SCENE UNFOLDING IN THE HEAVENS ABOVE THE TEEMING NEW YORK THROG...

LOOK! AT THAT! NONE OF THIS STUFF EVER HAPPENED BEFORE THEY DROPPED THE BOMB! THAT'S WHAT IT'S ALL ABOUT, Y'KNOW!

OH, OFFICER... IT... IT'S FRIGHTENING! I DON'T WANT TO GET INVOLVED BUT WHAT ARE YOU GOING TO DO ABOUT IT?

WHADDA YA WANT ME TO DO ABOUT IT, LADY? I JUST WISH IT WOULD'VE HAPPENED ON SOME-ONE ELSE'S BEAT!

WHERE'S YER SPIRIT OF ADVENTURE, O'RYNN? WHY I'LL BET THE POST GETS OUT A SPECIAL EDITION ON THIS!

HOW! LOOKS LIKE TIMOTHY LEARY'S BUZZIN' THE SQUARES, HUM?

SEE THE PRETTY FIREWORKS, JUNIOR! IF ONLY WE HAD OUR CAMERA HERE!

WELL, AT LEAST IT'S NOT THAT BUNCH OF ADULT DELINQUENTS THEY CALL THE AVENGERS THIS TIME.

AH, YER THE DAY OF RETRIBUTION HAS COME, SINNERS!

GEE, I'LL BET THERE'LL BE PHOTOGRAPHERS TAKIN' PICTURES... I BEEN



GODD EVENING! THIS IS
CHET HUNTLEY WITH A
SPECIAL N.B.C. MOBILE
NEWS UNIT IN NEW YORK
CITY...COVERING THE
APPEARANCE OF A
STRANGE UFO!

THE SHIP'S BEEN
HOVERING IN THE
SKY ALMOST
TWENTY MINUTES...
WEIRD LIGHTS PULS-
ING FROM ITS METAL-
LIKE EXTERIOR
AND...
WAIT!!

IT'S DESCENDING NOW
RATHER RAPIDLY...THE
POLICE HAVE EVERY WEAPON
AVAILABLE TRAINED ON THE
OBJECT...A SHIVER OF AWE,
PERHAPS FEAR, PASSES
THRU THE CROWD...

OFFICIALS ARE
PRESSING THE
CROWD BACK...
IT LOOKS LIKE
THE FANTASTIC
FOUR ARE GIVING
THEM A HAND...

WE CAN SEE THE SHIP
CLEARLY NOW...IT SEEMS
TO BE OF ALIEN DESIGN!
THOUSANDS OF SPECTATORS
ARE HOLDING THEIR BREATH...
LOOK...! PART OF THE
CRAFT IS SEPARATING...

YES! WE CAN SEE IT NOW...
IT...IT'S A MAN...A GOLDEN
MAN IN A TUNIC...HE'S HOLDING
UP HIS HAND...THE UNIVERSAL
GESTURE OF PEACE...AND
IN HIS OTHER HAND...

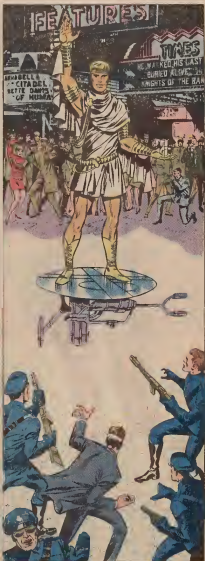
IT LOOKS LIKE A GEN...
HE'S DESCENDING TO THE
STREET LEVEL ON SOME
SORT OF PLATFORM...
WAIT...THE POLICE LINE
IS PARTING...IT'S A
MAN WITH AN
EYEPATCH!

FEATURES

THE
TIMES

HE MARKED HIS LAST
BURIED ALIVE IN
KNIGHTS OF THE BARR

REHABILL
CITADEL
BETTE DAVIS
OF MURDER



MEANWHILE,
BACK AT SHIELD
HEADQUARTERS...

Y'KNOW, LADY, YER
JUST ABOUT THE MOST
UNLIKELY SECRET AGENT
I EVER SAW!

YES, I KNOW! BUT
THAT'S WHAT MAKES
ME A GOOD ONE...
WOULDN'T YOU SAY?

HEH, UM... OH
YEAH! GUESS I
WOULD! AH...
YOU KNOW
WHAT I MEAN!

I SAW YA TEASIN'
INTO THOSE BADDIES
THE YELLOW CLAW
HAD LINED UP!

BUT THERE I GO AGAIN...
GABBIN' ABOUT 'IM LIKE
HE WUZ A REAL MAN!

FUNNY THOUGH,
NICK ANY BEEN
THE SAME SINCE
KINDA KEEPS TO
HIMSELF LATELY!

DO YOU SUPPOSE
YOU'D BE THE
SAME AFTER A
TRIP TO HYPER
SPACE?

YEAH, YER
PROBABLY
RIGHT! HE'S
GOTTA...

UH-OH! THERE GOES
OUR PRIORITY SIGNAL!
LET'S GO, COUNTLESS!

I HAD A FEELIN' YER'D
CALL US ON THAT BUSINESS
WE WERE WATCHIN' ON THE
MONITOR SCREEN!

DON'T LOOK LIKE
MUCH'A ANYTHING
TA ME, THOUGH! BUT
LIKE THEY SAY... YA
CAN'T JUDGE A BOOK!

OKAY... DUGAN'S
READY FER ACTION!
LET'S GET GOIN', LADY!

WHILE BACK ON THE STREETS...

PEACE... I COME IN PEACE.
MEN OF EARTH! I AM CALLED
VENGE FROM A DIMENSIONAL
ULTRA-ANYWHERE UNKNOWN
TO YOU!

THE ELDERS OF MY
RACE HAVE RULED UPON
A GALACTIC EDICT TO
GRANT YOU THE
MEANS TO
BANISH ALL
HATRED,
CRIME, WAR
AND VIOLENCE
FOREVER!

TOO LONG
HAS YOUR
CIVILIZATION
ENDURED THE
UNENDURABLE!

THIS, EARTH-
LINGS, I GIVE YOU
...THE PRISM OF
MIRACLES... A COSMIC GEN OF
UNCOMMON
WONDER!



WELL, I GUESS THAT'S
UP TO ME, MISTER!

I'LL SEE IT
GETS INTO
THE RIGHT
HANDS!

VERY WELL,
EARTHMAN!



SIMPLY PEER INTO
THE PURPLE IED
AND YOUR EVERY
WISH SHALL
MATERIALIZE!

NEVER AGAIN
WILL A SINGLE
HUMAN BE
FOUND
WANTING!



LIKE I SAID, I'LL SEE IT
GETS TO THE RIGHT FOLKS!
NOW, SPOUSE WE GET
OFFA THE STREET BEFORE
THAT MOB FRANCE!

HOW 'BOUT
YOUR
SHIP?



LOOKS LIKE WE
GOT HERE RIGHT
ON THE **BUTTON**
LADY!



LOOKS THAT WAY, PUGAN! COLONEL
FURY'S GETTING
INTO THE CRAFT!

I DOUBT IT,
BUT LET'S
SEE IF HE
NEEDS US!



WAL! DUN DUN!
WHAT'D YA DO,
TAKE THE BUS?
HUSTLE IT UP,
WILL YA?

IT AIN'T EVERY DAY
WE GET A VISITOR
LIKE THIS ONE!



GOT HERE
AS SOON
AS WE COULD,
NICK! THE
TRAFFIC'S
FROZEN
ON THE
STREETS!



WE HEARD WHAT HE SAID!
BUT... WE'LL CALL IT A
WOMAN'S INTUITION, BUT
I HAVE A FEELING,
NICK!

SOMETHING'S NOT
QUITE WHAT IT
SHOULD BE!

I'M NIP, BABY!
LOOK AROUND
YA... THE GADGETS,
THE CHAIRS... ALIEN!
THEY JUST AIN'T
MADE FOR THE HUMAN
BODY!

GOT YOUR IMAGE
SCANNER WITH
YA? USE IT!



I DON'T UNDER-
STAND! IS SOME-
THING WRONG?
WHAT IS IT, EARTH-
LING? WHAT IS
IT?



I GASP!

AND, IN ANOTHER SECTION OF MANHATTAN, A TALL FIGURE IN AN ORIENTAL ROBE WATCHES THE SHIELD RANROD ON A MINATURE HD-RECEPTOR...



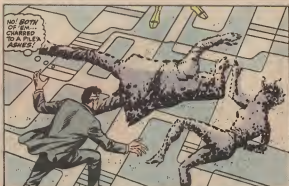
"FURY SPEAKIN'! GUESS I OUGHTA BE TALKIN' TO YA FACE-TO-FACE! BUT I GOT A FILEN DESK WORK HERE, SO I'M SENDIN' THIS HD-COM TAPE INSTEAD! BEEN TALKIN' TA SOME OF THE SHIELD BOYS 'BOUT MAKIN' JIMMY HOO A PART O' OUR TEAM AN' GOT A MIXED REACTION!"

"A COUPLE OF 'EM GOT THE IDEA YER STILL WRAPPED UP ABOUT THE GUILT! THEY THINK I'D BE TAKIN' A CHARGE GETTIN' YOU INTO SHIELD, 'CAUSE YA STILL GOT IT IN FER ME! BUT I FIGURE THEY GOT IT WYONG! I GOT YOUR RECORDS IN FRONT'A ME NOW...!"

"LOOKS LIKE YOU BEEN CUT OUT TA BE A SHIELD AGENT! 'COURSE I CAN'T MAKE UP YER MIND FOR YA! BUT I GOT A HUNCH THE F.B.I.'S LOSS WOULD BE OUR GAIN! SO LIKE I SAID--"



BUT, AT THAT VERY INSTANT, THE ALIEN STRANGER REALIZES HIS HUMAN GUEST HAS BEEN PENETRATED... AND WITH A MERE GESTURE RELEASES A HORRIFYING BOLT OF LETHAL ENERGY AT THOSE STANDING BEFORE HIM...



NO! BOTH
OF 'EM...
CHARGED
TO A FLEA
ASHES!

IT HAD TO BE DONE...
FOR THEY HAD DUE
COVERED MY SECRET!
NO ONE MUST KNOW
BEFORE MY MISSION
IS ACCOMPLISHED!

THERE'S WAS A
QUICK DEATH!
NOW...



YOU ARE
NEXT,
EARTHLING!

HEHEE...NISTER...
WHAT'RES YA-ARE...
BUT FIRST, I SWABAR
I'M GONNA KILL YA
FOR WHAT YA
JUST DID!



SO HEHEE I
CAN'T STOP YA
FROM BLASTIN'
ME WITH ONE A
THEIR LIGHTNN'
BOLTS...



BUT THIS HOLP
COCKOOO PILLETLL
DO THE JOB ALL
RIGHT & ANOTHER
SECOND YOU'LL BE...
HUN??

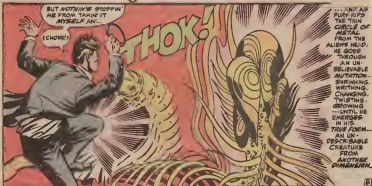


THAT HEADBAND...
NO USE MAKIN' A
GUESS FOR IT.
CREEP...YOU'LL
NEVER MAKE IT
NOW...




BUT NOTNIN'S STOPPIN'
ME FROM TAKIN' IT
MYSELF AN...

[CHOKE!]



THOK!

...AND AS
PURY-UPS
THE THIN
CIRCLE OF
METAL
FROM THE
ALIENS HEAD,
HE GOES
THROUGH
AN UN-
BELIEVABLE
MUTATION...
SHRINKING,
WRITHING,
CHANGING,
TWISTING,
GROWING
...UNTIL HE
EMERGES IN
HIS
TRUE FORM...
AN UN-
DESCRIBABLE
CREATURE
FROM
ANOTHER
DIMENSION...



THE HEADBAND...IT TURNED HIM
INTO A HUMAN! CAN IT TURN ME
INTO AN ALIEN... SOME KINDA
MONSTER LIKE HIM... BUT BIGGER...
AN' STRONGER... CAN IT?

THEN, A SPLIT MICRO-
SECOND LATER, THE BEING
THAT WAS ONCE COLONEL
FURY IS GONE... AND IN HIS
PLACE, A GIANTIC FIGURE
FAR BEYOND DESCRIPTION
OF MERE HUMAN WORDS... A
FIGURE THAT LASHES OUT IN
A SAVAGE FRENZY, BEGIN-
NING A SPINE-CHILLING
DUEL OF UNEARTHLY
GARGOYLES...



YOU ARE TOO LATE!
EVEN IF YOU COULD HAVE
DEFEATED ME, YOU'RE
TOO LATE!

YOU SEE, THE PRISM OF MIRACLES
IS A WORLD-KILLING MACHINE...
AND THE PURPOSE OF MY RACE IS
TO ELIMINATE ALL LIFE... EVERY
WHERE.

LISTEN! ALREADY GREEDY EARTHLINGS
HAVE TURNED ON THE MACHINE AND BEGUN
TO UPSET THE BALANCE OF YOUR
UNIVERSE! IT IS ALL OVER! ALL
OVER!

MR. FANTASTIC IN "THE POWER OF GOLD!" 80

THE MUSEUM'S CENTENNIAL EXHIBIT OF GOLD IS SURE TO ATTRACT THE EVIL DESIGNS OF IMPERCEPTO, THAT MALEVOLENT ALIEN.



NO MATTER HOW FAR I STRETCH, I CAN'T SEEM TO GET MY HANDS ON HIM. BUT WAIT... IMPERCEPTO'S DNA STRUCTURE MAKES HIM MATERIALIZE WHEN HE COMES IN CONTACT WITH GOLD.



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I'M MATERIALIZING!... BECOMING VISIBLE! THESE GOLDEN BARS OF **HOSTESS TWINKIES CAKES** HAVE REACTED WITH MY DNA.



I SEE **TWINKIES CAKES** WORKED THEIR POWER ON YOU, IMPERCEPTO.

SUCH GOLDEN GOODNESS! SUCH DELICIOUS SPONGE CAKE! SUCH LIGHT CREAMED FILLING! THEY'RE FANTASTIC!







MAW... IT... IT...
HURT DUGAN...
IT'S YOU! HEY...
IT'S REALLY YOU!
WH...??

C'MON!
WAKE UP,
NICK! YOU'RE
DREAMIN'! IT'S
ALL OVER
NOW!



WADDYA MEAN... DUGAN, IT'S
REALLY YOU... MAYBE YOU WAS
EXPECTING ALICE IN WONDERLAND
TO DROP IN ON YA! COUSE IT'S ME!

HYAH! NICK'S NEVER
ACTED THIS WAY BEFORE--
LONG AS I'VE KNOWN HIM!



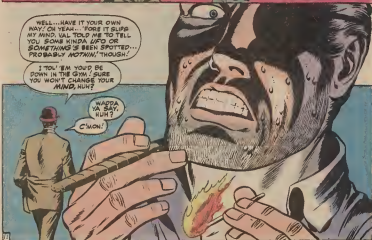
HEY! WHAT SAY
WE GO A FEW ROUNDS
IN THE GYM BEFORE YOU
LEAVE, HUH?

HOW ABOUT IT, NICK?
C'MON, GETCHA
LOOSEMED UP...HUH?

JUST A
COUPLE.
HUH?

MAN...WHAT
A DREAM!
MUST BE
THESE NEW
CREAKS I
BEN SMOKIN'.

HAVE A HEART, DUGAN!
I'LL BE LUCKY IF I CAN
MAKE IT HOME! GOTTA
SACK OUT!



WELL...HAVE IT YOUR OWN
WAY! OH YEAH... 'FORE IT SLIP
MY MIND, VAL TOLD ME TO TELL
YOU SOME KINDA UFO OR
SOMETHING'S BEEN SPOTTED...
PROBABLY NOTHIN', THOUGH!

I TOL' EM YOU'D BE
DOWN IN THE GYM! SURE
YOU WON'T CHANGE YOUR
MIND, HUH?

WADDYA
YA SAY,
HUH?

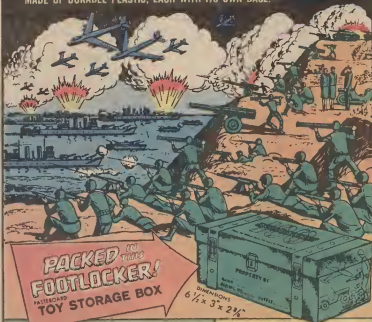
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